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ALMAWAVE USA, INC.

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

LOOP AI LABS INC., a Delaware corporation,

Plaintiff,

v.

ANNA GATTI, an individual,
ALMAVIVA S.p.A., an Italian corporation,
ALMAWAVE S.r.l., an Italian corporation,
ALMAWAVE USA, Inc., a California corporation,
IQSYSTEM LLC, a California limited liability
company, IQSYSTEM Inc., a Delaware corporation,

Defendants.

CASE NO.: 3:15-cv-00798-HSG-DMR

Hon. Haywood S. Gilliam

Hon. Donna M. Ryu

**DEFENDANT ALMAWAVE USA, INC.'S
ANSWER TO PLAINTIFF LOOP AI
LABS, INC.'S SECOND AMENDED
COMPLAINT**

Action Filed: February 20, 2015

Trial Date: None

Defendant Almaxwave USA (“Almaxwave USA”), by and through its attorneys responds to the allegations in the numbered paragraphs in the Second Amended Complaint (“SAC”) filed by Plaintiff Loop AI Labs, Inc. (“Loop”) as follows:

I. Summary and Nature of the Action.

1. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph as they relate to Almaxwave USA, Almaxwave S.r.l. and Almaxviva S.p.A. (the “Almaxwave Defendants”). Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

2. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

3. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

4. Almaxwave USA admits that Loop’s SAC seeks legal and equitable relief against the named defendants. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations and therefore denies them.

5. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

6. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

7. Almaxwave USA denies the allegations in this paragraph as they relate to the Almaxwave Defendants. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

8. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

9. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

10. Almaxwave USA lacks sufficient knowledge or information to form a belief as to

the truth of allegations in this paragraph and therefore denies them.

11. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

12. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

13. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

14. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

15. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

16. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

17. Almaxwave USA admits that in March 2014, Gatti was in negotiations to become the CEO of Almaxwave USA. Almaxwave USA denies all remaining allegations in this paragraph.

18. Almaxwave USA admits that Gatti was the CEO of Almaxwave USA from June 2014 through March 9, 2015. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

19. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies that it was a competitor of Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

20. Almaxwave USA admits that the Almaxviva Group launched Almaxwave USA in order to market and sell Almaxwave S.r.l.'s existing products' portfolio in the United States. Almaxwave USA admits that Gatti began negotiating to become the CEO of Almaxwave USA beginning February 2014, but did not become Almaxwave USA's CEO until June 2014. Almaxwave USA admits that Gatti's responsibilities included managing the marketing of

Almawave’s products in the United States through Almawave USA. Almawave USA admits that because it was newly entering the U.S. market, it did not immediately secure a physical office space and was incorporated at Gatti’s residence, 24 Clarendon Avenue, San Francisco, California 94114. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegation that Gatti lived with Tony DiNapoli or that he worked for Gatti and therefore denies those allegations. Almawave USA denies the remaining allegations in this paragraph.

21. Almawave USA admits that it was aware that Gatti was the co-founder of and had some ongoing role in a startup. Almawave USA denies the allegations in this paragraph.

22. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies that the Almawave Defendants were or are competitors of Loop. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

23. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

24. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

25. Almawave USA admits Gatti was paid an annual salary for her position as CEO of Almawave USA. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

26. Almawave USA admits Gatti was paid an annual salary for her position as CEO of Almawave USA. Almawave USA denies that Gatti “set up” Almawave USA. Almawave USA denies the allegations in this paragraph as they relate to the Almawave Defendants. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

27. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph and therefore denies them.

28. Almawave USA denies that it hired Gatti as part of any scheme alleged by Loop.

Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph and therefore denies them.

29. Almawave USA denies assisting and participating in any wrongdoing alleged in the SAC. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

30. Almawave USA denies the allegations in this paragraph as they relate to the Almawave Defendants. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

31. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

32. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

33. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

34. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

35. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph as they relate to the Almawave Defendants. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

36. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

37. Almawave USA denies assisting and participating in any wrongdoing alleged in the SAC. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

38. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph as they

1 relate to the Almaxwave Defendants. Almaxwave USA lacks sufficient knowledge or information
2 to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies
3 them.

4 39. Almaxwave USA admits that Loop's SAC seeks equitable relief. Almaxwave USA
5 also admits that Loop seeks damages against all of the defendants, jointly and severally, and
6 seeks treble damages under the Racketeer Influence and Corrupt Organizations Act, and seeks to
7 recover all costs and expenses incurred in this action. Almaxwave USA denies the remaining
8 allegations in this paragraph.

9 II. THE PARTIES

10 40. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
11 the truth of allegations in this paragraph and therefore denies them.

12 41. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
13 the truth of allegations in this paragraph and therefore denies them.

14 42. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
15 the truth of allegations in this paragraph and therefore denies them.

16 43. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
17 the truth of allegations in this paragraph and therefore denies them.

18 44. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
19 the truth of allegations in this paragraph and therefore denies them.

20 45. Almaxwave USA admits that Almaxviva S.p.A. is incorporated and has its principal
21 place of business in Italy. Almaxwave USA admits that Almaxviva S.p.A. is one of Italy's top
22 information and communication technology providers. Almaxwave USA admits that Almaxviva
23 S.p.A. operates in Italy and elsewhere in the world. Almaxwave USA denies all remaining
24 allegations in this paragraph.

25 46. Almaxwave USA admits that Almaxwave S.r.l. is incorporated and has its principal
26 place of business in Italy. Almaxwave USA admits that Almaxwave S.r.l. operates in Italy and
27 elsewhere in the world. Almaxwave USA admits that Marco Tripi is the Chief Executive Officer
28 of Almaxviva S.p.A. and President of Almaxwave S.r.l., and Valeria Sandei is the Chief Executive

Officer of Almaxwave S.r.l. and the Chief of Strategic Marketing of Almaxviva S.p.A. Almaxwave USA denies all remaining allegations in this paragraph.

47. Almaxwave USA admits that it is a California corporation and that at all relevant times its principal place of business was in San Francisco, California. Almaxwave USA admits that when it was incorporated its address was 24 Clarendon Avenue, San Francisco, California. Almaxwave USA admits that it is an indirect affiliate of Almaxviva S.p.A. and Almaxwave S.r.l. Almaxwave USA denies all remaining allegations in this paragraph.

III. OTHER CO-CONSPIRATORS

48. Almaxwave USA denies misappropriating Loop's tangible and intangible assets and properties. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

49. Almaxwave USA denies perpetrating any wrongdoing against Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

50. Almaxwave USA denies stealing anything from Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

51. Almaxwave USA denies participating in any wrongdoing against Loop and denies that Loop's confidential information or trade secrets were used for the Almaxwave Defendants. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

52. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

53. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

54. Almaxwave USA admits that Peter Sternberg is an attorney who resides in New York. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

1 Consulate in San Francisco in 2014 which was attended by various businesses. Almaxwave USA
2 denies the remaining allegations in this paragraph.

3 67. This paragraph contains legal conclusions and does not require an answer. To the
4 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

5 68. This paragraph contains legal conclusions and does not require an answer. To the
6 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

7 69. This paragraph contains legal conclusions and does not require an answer. To the
8 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

9 70. This paragraph contains legal conclusions and does not require an answer. To the
10 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

11 71. This paragraph contains legal conclusions and does not require an answer. To the
12 extent an answer is required, Almaxwave USA admits that Valeria Sandei is the Chief Executive
13 Officer of Almaxwave S.r.l., the President of Almaxwave USA, and the Chief of Strategic
14 Marketing of Almaxviva S.p.A. Almaxwave USA denies the remaining allegations in this
15 paragraph.

16 72. This paragraph contains legal conclusions and does not require an answer. To the
17 extent an answer is required, Almaxwave USA admits that Valeria Sandei is the Chief Executive
18 Officer of Almaxwave S.r.l., the President of Almaxwave USA, and the Chief of Strategic
19 Marketing of Almaxviva S.p.A. Almaxwave USA admits that Gatti was hired as Almaxwave USA's
20 CEO and IQSystem Inc. was hired as a consultant for Almaxwave USA. Almaxwave USA admits
21 that Orrick Herrington & Sutcliffe LLP ("Orrick") was retained by Almaxviva S.p.A. Almaxwave
22 USA admits that Almaxwave S.r.l. filed a patent application with the United States Patent and
23 Trademark Office, entitled "System and Method For Meaning Driven Process and Information
24 Management to Improve Efficiency, Quality of Work and Overall Customer Satisfaction" on
25 August 1, 2014, application number 15/450,085, publication no. US20140343927 (the "Patent
26 Application"). Almaxwave USA admits that Valeria Sandei is listed first in the "Inventors"
27 section of the Patent Application. Almaxwave USA admits that it published a bio for Anna Gatti.
28 Almaxwave USA admits that the Almaxwave Defendants attended an event at the Italian Consulate

in San Francisco in 2014. Almaxwave USA denies all remaining allegations in this paragraph.

73. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

74. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA admits that Valeria Sandei is the Chief Executive Officer of Almaxwave S.r.l., the President of Almaxwave USA, and the Chief of Strategic Marketing of Almaxviva S.p.A. Almaxwave USA denies all remaining allegations in this paragraph.

75. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

76. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

V. GENERAL ALLEGATIONS COMMON TO ALL COUNTS

A. The Company Entered Into The Stock Purchase Agreement In Reliance Upon Gatti's Materially False and Misleading Representations.

77. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

78. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

79. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

80. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

81. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

82. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

83. Almaxwave USA lacks sufficient knowledge or information to form a belief as to

the truth of allegations in this paragraph and therefore denies them.

84. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

85. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

86. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

87. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

88. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

89. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

B. Gatti's Contractual Obligations To The Company

90. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

91. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

92. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

93. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

94. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

95. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

96. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

97. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

C. Unlawful Activities By Gatti And The Other Defendants And Their Co-Conspirators

98. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

99. Almaxwave USA denies participating in or furthering any scheme against Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of remaining allegations in this paragraph and therefore denies them.

100. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

101. Almaxwave USA denies engaging in any wrongdoing against Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

102. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

103. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

104. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

1. The Needs.

105. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

106. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

107. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

108. Almaxwave USA lacks sufficient knowledge or information to form a belief as to

the truth of allegations in this paragraph and therefore denies them.

109. Alwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

110. Alwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

111. Alwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

112. Alwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

2. The Alwave Defendants.

113. Alwave USA denies the allegations in this paragraph.

114. Alwave USA admits that Alwave S.r.l. and Alwave S.p.A. are Italian information and communication technology providers. Alwave USA admits that Alwave S.r.l. and Alwave S.p.A. operate in various parts of the world. Alwave USA denies all remaining allegations in this paragraph.

115. Alwave USA admits that it was aware that Gatti was the co-founder of and had some ongoing role in a startup. Alwave USA denies all remaining allegations in this paragraph.

116. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Alwave USA admits that Gatti was hired as Alwave USA's CEO. Alwave USA denies the remaining allegations in this paragraph.

117. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Alwave USA admits that it was originally domiciled at Gatti's residence. Alwave USA denies the remaining allegations in this paragraph.

118. Alwave USA denies the allegations in this paragraph.

119. Alwave USA lacks sufficient knowledge or information to form a belief as to the truth of the allegation that Gatti sought to conceal money through the use of IQSystem LLC and IQSystem, Inc. and therefore denies it. Alwave USA denies all remaining allegations in

1 this paragraph.

2 120. This paragraph contains legal conclusions and does not require an answer. To the
3 extent an answer is required, Almaxwave USA denies the allegations in this paragraph that relate
4 to the Almaxwave Defendants. Almaxwave USA lacks sufficient knowledge or information to
5 form a belief as to the truth of the allegations relating to any other defendant in this action and
6 therefore denies them.

7 121. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
8 the truth of allegations in this paragraph and therefore denies them.

9 122. Almaxwave USA denies that the Almaxwave Defendants were working with Gatti
10 to steal from Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief
11 as to the truth of the remaining allegations in this paragraph and therefore denies them.

12 123. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
13 the truth of allegations in this paragraph and therefore denies them.

14 124. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
15 the truth of allegations in this paragraph and therefore denies them.

16 125. Almaxwave USA denies the allegations in this paragraph that relate to Almaxwave
17 S.r.l. and Almaxviva S.p.A. Almaxwave USA lacks sufficient knowledge or information to form a
18 belief as to the truth of remaining allegations in this paragraph and therefore denies them.

19 126. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
20 the truth of allegations in this paragraph and therefore denies them.

21 127. Almaxwave USA denies the allegations in this paragraph that relate to Almaxwave
22 S.r.l. and Almaxviva S.p.A. Almaxwave USA lacks sufficient knowledge or information to form a
23 belief as to the truth of allegations in this paragraph and therefore denies them.

24 128. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
25 the truth of allegations in this paragraph and therefore denies them.

26 129. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
27 the truth of allegations in this paragraph and therefore denies them.

28 130. Almaxwave USA lacks sufficient knowledge or information to form a belief as to

the truth of allegations in this paragraph and therefore denies them.

131. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

132. Almaxwave USA denies the allegations in this paragraph.

133. Almaxwave USA denies that it engaged in any acts of wrongdoing as alleged in the SAC. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

134. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA admits that it entered into a contract with IQSystem, Inc. and its representative Tony DiNapoli to assist Almaxwave USA's business development. Almaxwave USA denies that the Almaxwave Defendants misappropriated Loop's property or engaged in any other wrongful conduct alleged in the SAC. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

135. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA admits that Almaxwave USA was initially domiciled at Gatti's home. Almaxwave USA denies stealing from Loop. Almaxwave USA denies using Loop's premises in San Francisco. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

136. Almaxwave USA admits that Gatti was the CEO of Almaxwave USA. Almaxwave USA denies the remaining allegations in this paragraph.

137. Almaxwave USA denies the allegations in this paragraph.

138. Almaxwave USA denies that it claimed its focus would be on services with the same core technology as Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

139. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

1 140. This paragraph contains legal conclusions and does not require an answer. To the
2 extent an answer is required, Almaxwave USA admits that it filed the Patent Application.
3 Almaxwave USA denies the remaining allegations in this paragraph.

4 141. Almaxwave USA admits that Almaxwave S.r.l. filed the Patent Application.
5 Almaxwave USA admits that Valeria Sandei is listed first in the “Inventors” section of the Patent
6 Application. Almaxwave USA denies that remaining allegations in this paragraph.

7 142. This paragraph contains legal conclusions and does not require an answer. To the
8 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

9 **D. Gatti’s Means of Communication**

10 143. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
11 the truth of allegations in this paragraph and therefore denies them.

12 **E. Gatti and the Almaxviva Defendants’ Wrongful and Fraudulent Activities are**
13 **Ongoing.**

14 144. This paragraph contains legal conclusions and does not require an answer. To
15 the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

16 145. Almaxwave USA denies that it engaged in any wrongdoing alleged by Loop.
17 Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the
18 remaining allegations in this paragraph and therefore denies them.

19 146. Almaxwave USA denies the allegations in this paragraph.

20 147. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
21 the truth of allegations in this paragraph and therefore denies them.

22 148. Almaxwave USA denies that the Almaxwave Defendants were involved in any
23 wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to
24 form a belief as to the truth of the remaining allegations in this paragraph and therefore denies
25 them.

26 149. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
27 the truth of allegations in this paragraph and therefore denies them.

28 150. Almaxwave USA denies the allegations in this paragraph.

F. Gatti's Abuse of Access to the Company's Bank Account, Misuse of the Company's Funds and Secreting of Funds

151. Almaxwave USA denies that it engaged in any wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

152. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

153. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

154. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph and therefore denies them.

G. The Confidential Information and Trade Secrets At Issue.

155. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

156. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

157. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

158. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

159. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

160. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

1 161. Almawave USA lacks sufficient knowledge or information to form a belief as to
2 the truth of allegations in this paragraph and therefore denies them.

3 162. This paragraph contains legal conclusions and does not require an answer. To the
4 extent an answer is required, Almawave USA denies the allegations relating to the Almawave
5 Defendants. Almawave USA lacks sufficient knowledge or information to form a belief as to the
6 truth of the remaining allegations in this paragraph and therefore denies them.

7 163. This paragraph contains legal conclusions and does not require an answer. To the
8 extent an answer is required, Almawave USA denies the allegations in this paragraph.

9 164. Almawave USA lacks sufficient knowledge or information to form a belief as to
10 the truth of allegations in this paragraph and therefore denies them.

11 165. Almawave USA denies that the Almawave Defendants work in the same field of
12 technology as Loop. Almawave USA lacks sufficient knowledge or information to form a belief
13 as to the truth of allegations in this paragraph and therefore denies them.

14 166. Almawave USA denies that the Almawave Defendants were involved in any
15 unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks sufficient knowledge
16 or information to form a belief as to the truth of the remaining allegations in this paragraph and
17 therefore denies them.

18 167. This paragraph contains legal conclusions and does not require an answer. To the
19 extent an answer is required, Almawave USA denies that the Almawave Defendants were
20 involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks
21 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
22 in this paragraph and therefore denies them.

23 168. This paragraph contains legal conclusions and does not require an answer. To the
24 extent an answer is required, Almawave USA denies that the Almawave Defendants were
25 involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks
26 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
27 in this paragraph and therefore denies them.

28 169. This paragraph contains legal conclusions and does not require an answer. To the

1 extent an answer is required, Almawave USA denies that the Almawave Defendants were
2 involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA admits that
3 the Almawave Defendants were represented by Orrick in May 2014. Almawave USA lacks
4 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
5 in this paragraph and therefore denies them.

6 170. This paragraph contains legal conclusions and does not require an answer. To the
7 extent an answer is required, Almawave USA denies that the Almawave Defendants were
8 involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks
9 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
10 in this paragraph and therefore denies them.

11 171. This paragraph contains legal conclusions and does not require an answer. To the
12 extent an answer is required, Almawave USA denies that the Almawave Defendants were
13 involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA admits that
14 Gatti was hired as the CEO of Almawave USA on June 1, 2014 and served as Almawave USA's
15 CEO until March 9, 2015. Almawave USA lacks sufficient knowledge or information to form a
16 belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

17 172. This paragraph contains legal conclusions and does not require an answer. To the
18 extent an answer is required, Almawave USA denies that the Almawave Defendants were
19 involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks
20 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
21 in this paragraph and therefore denies them.

22 173. This paragraph contains legal conclusions and does not require an answer. To the
23 extent an answer is required, Almawave USA denies that the Almawave Defendants were
24 involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks
25 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
26 in this paragraph and therefore denies them.

27 174. Almawave USA lacks sufficient knowledge or information to form a belief as to
28 the truth of allegations in this paragraph and therefore denies them.

1 175. This paragraph contains legal conclusions and does not require an answer. To the
2 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were
3 involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA admits that
4 Gatti was the CEO of Almaxwave USA from June 1, 2014 through March 9, 2015. Almaxwave
5 USA admits that the Almaxwave Defendants have used the recruiting firm Russell Reynolds.
6 Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the
7 remaining allegations in this paragraph and therefore denies them.

8 176. This paragraph contains legal conclusions and does not require an answer. To the
9 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were
10 involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks
11 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
12 in this paragraph and therefore denies them.

13 177. Almaxwave USA denies that the Almaxwave Defendants were involved in any
14 unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge
15 or information to form a belief as to the truth of the remaining allegations in this paragraph and
16 therefore denies them.

17 178. Almaxwave USA denies that the Almaxwave Defendants were involved in any
18 unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge
19 or information to form a belief as to the truth of the remaining allegations in this paragraph and
20 therefore denies them.

21 179. Almaxwave USA denies that the Almaxwave Defendants were involved in any
22 unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge
23 or information to form a belief as to the truth of the remaining allegations in this paragraph and
24 therefore denies them.

25 180. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
26 the truth of the remaining allegations in this paragraph and therefore denies them.

27 181. This paragraph contains legal conclusions and does not require an answer. To the
28 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were

involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

182. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA admits that Luca Ferri is the Head of the Information Management Division for Almaxwave S.r.l. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

183. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

184. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

185. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

186. Almaxwave USA admits that Orrick was retained by the Almaxwave Defendants. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

187. Almaxwave USA denies the allegations in this paragraph.

188. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

189. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and

therefore denies them.

190. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph and therefore denies them.

191. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

192. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

193. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

194. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

195. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

196. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

197. Almaxwave USA lacks sufficient knowledge or information to form a belief as to

the truth of allegations in this paragraph and therefore denies them.

198. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

199. Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

200. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

H. Actions By The Defendants And Some Of Their Co-Conspirators

201. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA admits that Gatti was the CEO of Almaxwave USA from June 1, 2014 through March 9, 2015. Almaxwave USA denies the remaining allegations in this paragraph.

202. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

203. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

204. Almaxwave USA denies the allegations in this paragraph.

205. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

206. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

207. This paragraph contains legal conclusions and does not require an answer. To the

1 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

2 208. Almaxwave USA denies that the Almaxwave Defendants were involved in any
3 unlawful activities or wrongdoing alleged by Loop, including providing commercial bribes to
4 Gatti. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth
5 of the remaining allegations in this paragraph and therefore denies them.

6 209. This paragraph contains legal conclusions and does not require an answer. To the
7 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

8 210. This paragraph contains legal conclusions and does not require an answer. To the
9 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

10 **I. Jeffrey Capaccio's Role In The Conspiracy**

11 211. Almaxwave USA denies that the Almaxwave Defendants were involved in any
12 unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge
13 or information to form a belief as to the truth of the remaining allegations in this paragraph and
14 therefore denies them.

15 212. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
16 the truth of allegations in this paragraph and therefore denies them.

17 213. Almaxwave USA denies the allegations that relate to the Almaxwave Defendants.
18 Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of
19 allegations in this paragraph that relate to wrongdoing on the part of any of the other defendants
20 or persons and therefore denies them.

21 **FIRST CAUSE OF ACTION**

22 **(Racketeer Influenced and Corrupt Organizations, 18 U.S.C. §§ 1962, *et seq.*, against All**
23 **Defendants)**

24 214. Almaxwave USA denies the allegations in this paragraph.

25 215. This paragraph contains legal conclusions and does not require an answer. To the
26 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

27 216. This paragraph contains legal conclusions and does not require an answer. To the
28 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

The Enterprise

217. Alwave USA denies the allegations in this paragraph.

218. Alwave USA admits that Alwave S.r.l. filed the Patent Application.

Alwave USA admits that Valeria Sandei is listed first in the “Inventors” section of the Patent Application. Alwave USA denies the allegations in this paragraph.

219. Alwave USA denies the allegations in this paragraph.

220. Alwave USA denies the allegations in this paragraph.

221. Alwave USA denies the allegations in this paragraph.

222. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Alwave USA denies that Gatti provided Loop’s confidential and proprietary information to the Alwave Defendants, that the Alwave Defendants used Loop’s offices and property under false pretenses, and all other allegations relation to any wrongdoing on behalf of the Alwave Defendants. Alwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph that relate to any of the other defendants and therefore denies them.

223. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Alwave USA denies that the Alwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Alwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph that relate to any of the other defendants and therefore denies them.

224. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Alwave USA denies that the Alwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Alwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph that relate to any of the other defendants and therefore denies them.

The Pattern of Racketeering Activity

225. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Alwave USA denies the allegations in this paragraph.

1 226. Almawave USA denies the allegations in this paragraph.

2 227. Almawave USA denies that the Almawave Defendants were involved in any
3 unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks sufficient knowledge
4 or information to form a belief as to the truth of allegations in this paragraph that relate to any of
5 the other defendants and therefore denies them.

6 228. Almawave USA lacks sufficient knowledge or information to form a belief as to
7 the truth of allegations in this paragraph and therefore denies them.

8 229. Almawave USA lacks sufficient knowledge or information to form a belief as to
9 the truth of allegations in this paragraph and therefore denies them.

10 230. Almawave USA denies the allegations in this paragraph.

11 231. Almawave USA lacks sufficient knowledge or information to form a belief as to
12 the truth of allegations in this paragraph and therefore denies them.

13 **Commercial Bribery, Mail and Wire Fraud**

14 232. Almawave USA denies the allegations in this paragraph.

15 233. This paragraph contains legal conclusions and does not require an answer as. To
16 the extent an answer is required, Almawave USA denies that the Almawave Defendants
17 misappropriated Loop's confidential and proprietary information. Almawave USA lacks
18 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
19 in this paragraph and therefore denies them.

20 234. This paragraph contains legal conclusions and does not require an answer. To the
21 extent an answer is required, Almawave USA denies that the Almawave Defendants
22 misappropriated Loop's confidential and proprietary information or engage in any racketeering
23 activities. Almawave USA lacks sufficient knowledge or information to form a belief as to the
24 truth of the remaining allegations in this paragraph and therefore denies them.

25 235. This paragraph contains legal conclusions and does not require an answer. To the
26 extent an answer is required, Almawave USA denies the allegations in this paragraph.

27 236. This paragraph contains legal conclusions and does not require an answer. To the
28 extent an answer is required, Almawave USA denies the allegations in this paragraph.

237. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

238. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

239. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

240. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

SECOND CAUSE OF ACTION

(Computer Fraud and Abuse Act, 18 U.S.C. §§ 1030 *et seq.*, and Unauthorized Access to Computers, Cal. Penal Code §§502 *et seq.* against Defendants Gatti, IQSystem LLC, IQSystem, Inc., and the Italian Almaxviva Defendants)

241. Almaxwave USA denies the allegations in this paragraph.

242. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph that relate to any of the other defendants and therefore denies them.

243. Almaxwave USA admits that Gatti was CEO of Almaxwave USA on February 3, 2015. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

244. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

245. This paragraph contains legal conclusions and does not require an answer as it pertains to Gatti acting within the scope of her employment and agency with Almaxwave USA. To the extent an answer is required, Almaxwave USA denies the allegation. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

1 246. This paragraph contains legal conclusions and does not require an answer. To the
2 extent an answer is required, Almawave USA denies that the Almawave Defendants were
3 involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA admits that
4 Gatti was CEO of Almawave USA on February 3, 2015. Almawave USA lacks sufficient
5 knowledge or information to form a belief as to the truth of allegations in this paragraph that
6 relate to any of the other defendants and therefore denies them.

7 247. This paragraph contains legal conclusions and does not require an answer. To the
8 extent an answer is required, Almawave USA denies that the Almawave Defendants were
9 involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA admits that
10 Gatti was CEO of Almawave USA on February 3, 2015, but denies that she was acting in the
11 scope of her employment with regard to the allegations in this paragraph. Almawave USA lacks
12 sufficient knowledge or information to form a belief as to the truth of allegations in this
13 paragraph that relate to any of the other defendants and therefore denies them.

14 248. Almawave USA denies the allegations in this paragraph.

15 249. Almawave USA denies the allegations in this paragraph.

16 250. Almawave USA denies the allegations in this paragraph.

17 251. Almawave USA denies that the Almawave Defendants were involved in any
18 unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks sufficient knowledge
19 or information to form a belief as to the truth of allegations in this paragraph that relate to any of
20 the other defendants and therefore denies them.

21 252. Almawave USA lacks sufficient knowledge or information to form a belief as to
22 the truth of allegations in this paragraph and therefore denies them.

23 253. Almawave USA denies that the Almawave Defendants were involved in any
24 unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks sufficient knowledge
25 or information to form a belief as to the truth of allegations in this paragraph that relate to any of
26 the other defendants and therefore denies them.

27 254. This paragraph contains legal conclusions and does not require an answer. To the
28 extent an answer is required, Almawave USA denies the allegations in this paragraph.

255. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

256. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

THIRD CAUSE OF ACTION

(Fraud in the Inducement against Anna Gatti)

257. Almawave USA denies the allegations in this paragraph.

258. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

259. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

260. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

261. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

262. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

263. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

264. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

265. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

FOURTH CAUSE OF ACTION

(Rescission and restitution for Failure of Consideration, against Anna Gatti)

266. Almaxwave USA denies the allegations in this paragraph.

267. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

268. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

269. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

270. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

271. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

272. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

273. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

FIFTH CAUSE OF ACTION

(Fraud against all Defendants)

274. Almaxwave USA denies the allegations in this paragraph.

275. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks

sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

276. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies that the Almawave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

277. Almawave USA denies the allegations in this paragraph.

278. Almawave USA denies the allegations in this paragraph.

279. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

280. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

281. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies that the Almawave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

282. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

283. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

284. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

SIXTH CAUSE OF ACTION

(Breach of Contract against Anna Gatti)

285. Almawave USA denies the allegations in this paragraph.

286. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

287. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

288. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

289. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

290. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

291. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

292. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

293. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

294. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

295. This paragraph contains legal conclusions and does not require an answer. To the

1 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
2 a belief as to the truth of allegations in this paragraph and therefore denies them.

3 296. This paragraph contains legal conclusions and does not require an answer. To the
4 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
5 a belief as to the truth of allegations in this paragraph and therefore denies them.

6 297. This paragraph contains legal conclusions and does not require an answer. To the
7 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
8 a belief as to the truth of allegations in this paragraph and therefore denies them.

9 298. This paragraph contains legal conclusions and does not require an answer. To the
10 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
11 a belief as to the truth of allegations in this paragraph and therefore denies them.

12 299. This paragraph contains legal conclusions and does not require an answer. To the
13 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
14 a belief as to the truth of allegations in this paragraph and therefore denies them.

15 300. This paragraph contains legal conclusions and does not require an answer. To the
16 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
17 a belief as to the truth of allegations in this paragraph and therefore denies them.

18 **SEVENTH CAUSE OF ACTION**

19 **(Breach of Duty of Good Faith and Fair Dealing against Anna Gatti)**

20 301. Almaxwave USA denies the allegations in this paragraph.

21 302. This paragraph contains legal conclusions and does not require an answer. To the
22 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
23 a belief as to the truth of allegations in this paragraph and therefore denies them.

24 303. This paragraph contains legal conclusions and does not require an answer. To the
25 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
26 a belief as to the truth of allegations in this paragraph and therefore denies them.

27 304. This paragraph contains legal conclusions and does not require an answer. To the
28 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were

involved in any unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

305. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

306. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

307. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

EIGHTH CAUSE OF ACTION

(Theft of Corporate Opportunity, against Anna Gatti)

308. Almaxwave USA denies the allegations in this paragraph.

309. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop, including that the Almaxwave Defendants misappropriated Loop's confidential and proprietary information. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

310. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

311. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

312. This paragraph contains legal conclusions and does not require an answer. To the

1 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
2 a belief as to the truth of allegations in this paragraph and therefore denies them.

3 313. This paragraph contains legal conclusions and does not require an answer. To the
4 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
5 a belief as to the truth of allegations in this paragraph and therefore denies them.

6 **NINTH CAUSE OF ACTION**

7 **(Intentional Interference with Prospective Economic Advantage against All Defendants)**

8 314. Almaxwave USA denies the allegations in this paragraph.

9 315. This paragraph contains legal conclusions and does not require an answer. To the
10 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
11 a belief as to the truth of allegations in this paragraph and therefore denies them.

12 316. This paragraph contains legal conclusions and does not require an answer. To the
13 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
14 a belief as to the truth of allegations in this paragraph and therefore denies them.

15 317. This paragraph contains legal conclusions and does not require an answer. To the
16 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
17 a belief as to the truth of allegations in this paragraph and therefore denies them.

18 318. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
19 the truth of allegations in this paragraph and therefore denies them.

20 319. Almaxwave USA denies the allegations in this paragraph.

21 320. This paragraph contains legal conclusions and does not require an answer. To the
22 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were
23 involved in any unlawful activities or wrongdoing alleged by Loop, including that the Almaxwave
24 Defendants interfered with any relationship between Loop and an investment fund or
25 misappropriated Loop's confidential and proprietary information. Almaxwave USA lacks
26 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
27 in this paragraph and therefore denies them.

28 321. Almaxwave USA denies the allegations in this paragraph.

3 323. Almawave USA denies that the Almawave Defendants were involved in any
4 unlawful activities or wrongdoing alleged by Loop, including that the Almawave Defendants
5 interfered with any relationship between Loop and an investment fund or misappropriated
6 Loop's confidential and proprietary information. Almawave USA lacks sufficient knowledge or
7 information to form a belief as to the truth of the remaining allegations in this paragraph and
8 therefore denies them.

324. Almawave USA denies that the Almawave Defendants were involved in any unlawful activities or wrongdoing alleged by Loop, including that the Almawave Defendants interfered with any relationship between Loop and an investment fund or misappropriated Loop's confidential and proprietary information. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

15 325. This paragraph contains legal conclusions and does not require an answer. To the
16 extent an answer is required, Almawave USA denies that the Almawave Defendants were
17 involved in any unlawful activities or wrongdoing alleged by Loop, including that the Almawave
18 Defendants interfered with any relationship between Loop and an investment fund or
19 misappropriated Loop's confidential and proprietary information. Almawave USA lacks
20 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
21 in this paragraph and therefore denies them.

22 326. This paragraph contains legal conclusions and does not require an answer. To the
23 extent an answer is required, Almawave USA denies the allegations in this paragraph.

TENTH CAUSE OF ACTION

(Tortious Interference against all Defendants)

26 327. Almaxwave USA denies the allegations in this paragraph.

27 328. Almawave USA lacks sufficient knowledge or information to form a belief as to
28 the truth of allegations in this paragraph and therefore denies them.

1 329. Almawave USA denies the allegations in this paragraph.

2 330. This paragraph contains legal conclusions and does not require an answer. To the
3 extent an answer is required, Almawave USA denies the allegations in this paragraph.

4 331. This paragraph contains legal conclusions and does not require an answer. To the
5 extent an answer is required, Almawave USA denies the allegations in this paragraph.

6 332. This paragraph contains legal conclusions and does not require an answer. To the
7 extent an answer is required, Almawave USA denies that the Almawave Defendants were
8 involved in any unlawful activities or wrongdoing alleged by Loop. Almawave USA lacks
9 sufficient knowledge or information to form a belief as to the truth of the remaining allegations
10 in this paragraph and therefore denies them.

11 333. This paragraph calls contains a legal conclusion and does not require an answer
12 as. To the extent an answer is required, Almawave USA denies the allegations.

13 334. This paragraph contains legal conclusions and does not require an answer. To the
14 extent an answer is required, Almawave USA denies the allegations in this paragraph.

15 335. This paragraph contains legal conclusions and does not require an answer. To the
16 extent an answer is required, Almawave USA denies the allegations in this paragraph.

17 336. This paragraph contains legal conclusions and does not require an answer. To the
18 extent an answer is required, Almawave USA denies the allegations in this paragraph.

19 **ELEVENTH CAUSE OF ACTION**

20 **(Misappropriation of Trade Secrets, California Civil Code §§ 3426 *et seq.*, against All**
21 **Defendants)**

22 337. Almawave USA denies the allegations in this paragraph.

23 338. This paragraph calls contains a legal conclusion and does not require an answer.
24 To the extent an answer is required, Almawave USA lacks sufficient knowledge or information
25 to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies
26 them.

27 339. This paragraph calls contains a legal conclusion and does not require an answer.
28 To the extent an answer is required, Almawave USA denies the allegation in this paragraph.

1 340. This paragraph contains a legal conclusion and does not require an answer.
2 To the extent an answer is required, Almawave USA denies the allegation in this paragraph.
3 341. Almawave USA denies the allegations in this paragraph.
4 342. This paragraph contains legal conclusions and does not require an answer. To the
5 extent an answer is required, Almawave USA denies the allegations in this paragraph.
6 343. This paragraph contains legal conclusions and does not require an answer. To the
7 extent an answer is required, Almawave USA denies the allegations in this paragraph.
8 344. This paragraph contains legal conclusions and does not require an answer. To the
9 extent an answer is required, Almawave USA denies the allegations in this paragraph.
10 345. This paragraph contains legal conclusions and does not require an answer. To the
11 extent an answer is required, Almawave USA denies the allegations in this paragraph.
12 346. This paragraph contains legal conclusions and does not require an answer. To the
13 extent an answer is required, Almawave USA denies the allegations in this paragraph.
14 347. This paragraph contains legal conclusions and does not require an answer. To the
15 extent an answer is required, Almawave USA denies the allegations in this paragraph.
16 348. This paragraph contains legal conclusions and does not require an answer. To the
17 extent an answer is required, Almawave USA denies the allegations in this paragraph.
18 349. This paragraph contains legal conclusions and does not require an answer. To the
19 extent an answer is required, Almawave USA denies the allegations in this paragraph.

TWELVTH CAUSE OF ACTION

(Conversion against Gatti and the IQSystem Defendants)

350. Almawave USA denies the allegations in this paragraph.

351. Almawave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

352. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

353. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

3 355. This paragraph contains legal conclusions and does not require an answer. To the
4 extent an answer is required, Almawave USA denies the allegations in this paragraph.

356. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

THIRTEENTH CAUSE OF ACTION

(Unfair Competition against All Defendants)

9 || 357. Almaxwave USA denies the allegations in this paragraph.

10 358. This paragraph contains legal conclusions and does not require an answer. To the
11 extent an answer is required, Almax USA denies the allegations in this paragraph.

12 359. This paragraph contains legal conclusions and does not require an answer. To the
13 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

14 360. This paragraph contains legal conclusions and does not require an answer. To the
15 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

361. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

18 362. This paragraph contains legal conclusions and does not require an answer. To the
19 extent an answer is required, Almawave USA denies the allegations in this paragraph.

20 363. This paragraph contains legal conclusions and does not require an answer. To the
21 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

364. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

365. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Almawave USA denies the allegations in this paragraph.

FOURTEENTH CAUSE OF ACTION

(Unjust Enrichment, against All Defendants)

28 366. Almaxwave USA denies the allegations in this paragraph.

1 367. This paragraph contains legal conclusions and does not require an answer. To the
2 extent an answer is required, Almawave USA denies the allegations in this paragraph.

3 368. This paragraph contains legal conclusions and does not require an answer. To the
4 extent an answer is required, Almawave USA denies the allegations in this paragraph.

5 369. This paragraph contains legal conclusions and does not require an answer. To the
6 extent an answer is required, Almawave USA denies the allegations in this paragraph.

7 370. This paragraph contains legal conclusions and does not require an answer. To the
8 extent an answer is required, Almawave USA denies the allegations in this paragraph.

9 371. This paragraph contains legal conclusions and does not require an answer. To the
10 extent an answer is required, Almawave USA denies the allegations in this paragraph.

FIFTEENTH CAUSE OF ACTION

(Tortious Interference and Aiding and Abetting Breach of Fiduciary Duty against Defendants Gatti, IQS, and Almaxwave S.r.l. re: Orrick)

372. Alwave USA denies the allegations in this paragraph.

373. Alwave USA admits that Peter Sternberg was a member of Orrick’s corporate practice group from 2004 through January 2015. Alwave USA lacks sufficient knowledge or information to form a belief as to the truth of allegations in this paragraph and therefore denies them.

374. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Alwave USA denies the allegations in this paragraph.

375. Alwave USA denies that Alwave S.p.A. “intentionally set out to interfere” with the relationship between Loop and Orrick or any other of Loop’s service providers. Alwave USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in this paragraph and therefore denies them.

376. Alwave USA denies the allegations in this paragraph.

377. This paragraph contains legal conclusions and does not require an answer. To the extent an answer is required, Alwave USA denies the allegations in this paragraph.

378. This paragraph contains legal conclusions and does not require an answer. To the

1 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

2 379. This paragraph contains legal conclusions and does not require an answer. To the
3 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
4 a belief as to the truth of allegations in this paragraph and therefore denies them.

5 380. This paragraph contains legal conclusions and does not require an answer. To the
6 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

7 381. This paragraph contains legal conclusions and does not require an answer. To the
8 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

9 382. Almaxwave USA denies the allegations in this paragraph.

10 383. This paragraph contains legal conclusions and does not require an answer. To the
11 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

12 384. This paragraph contains legal conclusions and does not require an answer. To the
13 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants had actual
14 or imputed knowledge of Orrick's contractual or fiduciary obligations to Loop. Almaxwave USA
15 lacks sufficient knowledge or information to form a belief as to the truth of allegations in this
16 paragraph and therefore denies them.

17 385. This paragraph contains legal conclusions and does not require an answer. To the
18 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

19 386. This paragraph contains legal conclusions and does not require an answer. To the
20 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

21 387. This paragraph contains legal conclusions and does not require an answer. To the
22 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

23 388. Almaxwave USA denies the allegations in this paragraph.

24 389. This paragraph contains legal conclusions and does not require an answer. To the
25 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

26 390. This paragraph contains legal conclusions and does not require an answer. To the
27 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

28 391. This paragraph contains legal conclusions and does not require an answer. To the

1 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

2 392. This paragraph contains legal conclusions and does not require an answer. To the
3 extent an answer is required, Almaxwave USA admits that the Almaxwave Defendants retained
4 Orrick and paid Orrick for its legal services. Almaxwave USA denies the remaining allegations in
5 this paragraph.

6 393. This paragraph contains legal conclusions and does not require an answer. To the
7 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

8 394. This paragraph contains legal conclusions and does not require an answer. To the
9 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

10 **SIXTEENTH CAUSE OF ACTION**

11 **(Tortious Interference against all Defendants re: Vignudelli)**

12 395. Almaxwave USA denies the allegations in this paragraph.

13 396. This paragraph contains legal conclusions and does not require an answer. To the
14 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

15 397. Almaxwave USA denies the allegations in this paragraph.

16 398. Almaxwave USA denies the allegations in this paragraph.

17 399. Almaxwave USA denies the allegations in this paragraph.

18 400. Almaxwave USA lacks sufficient knowledge or information to form a belief as to
19 the truth of the allegations in this paragraph and therefore denies them.

20 401. Almaxwave USA denies that the Almaxwave Defendants were involved in any
21 unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge
22 or information to form a belief as to the truth of the remaining allegations in this paragraph and
23 therefore denies them.

24 402. Almaxwave USA denies that the Almaxwave Defendants were involved in any
25 unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge
26 or information to form a belief as to the truth of the remaining allegations in this paragraph and
27 therefore denies them.

28 403. This paragraph contains legal conclusions and does not require an answer. To the

1 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

2 404. This paragraph contains legal conclusions and does not require an answer. To the
3 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

4 405. This paragraph contains legal conclusions and does not require an answer. To the
5 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

6 406. This paragraph contains legal conclusions and does not require an answer. To the
7 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

8 407. This paragraph contains legal conclusions and does not require an answer. To the
9 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

10 **EIGHTEENTH CAUSE OF ACTION**

11 **(Aiding and Abetting Breach of Fiduciary Duty Against Almaxviva Defendants)**

12 408. Almaxwave USA denies the allegations in this paragraph.

13 409. This paragraph contains legal conclusions and does not require an answer. To the
14 extent an answer is required, Almaxwave USA lacks sufficient knowledge or information to form
15 a belief as to the truth of allegations in this paragraph and therefore denies them.

16 410. Almaxwave USA denies that the Almaxwave Defendants were involved in any
17 unlawful activities or wrongdoing alleged by Loop. Almaxwave USA lacks sufficient knowledge
18 or information to form a belief as to the truth of the remaining allegations in this paragraph and
19 therefore denies them.

20 411. Almaxwave USA admits that it was aware that Gatti was the co-founder of and had
21 some ongoing role in a startup. Almaxwave USA denies the remaining allegations in this
22 paragraph.

23 412. Almaxwave USA denies the allegations in this paragraph.

24 413. This paragraph contains legal conclusions and does not require an answer. To the
25 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

26 414. This paragraph contains legal conclusions and does not require an answer. To the
27 extent an answer is required, Almaxwave USA denies the allegations in this paragraph.

28 **PRAYER FOR RELIEF**

1 1. This paragraph contains legal conclusions and does not require an answer. To the
2 extent an answer is required, Almax USA denies that the Almax Defendants were or are
3 involved in any unlawful activities or wrongdoing alleged by Loop and therefore denies that Loop
4 should be granted an injunction against the Almax Defendants. Almax USA lacks
5 sufficient knowledge or information to form a belief as to the truth of the remaining allegations in
6 this paragraph and therefore denies them.

7 2. This paragraph contains legal conclusions and does not require an answer. To the
8 extent an answer is required, Almax USA denies that the Almax Defendants were involved
9 in any unlawful activities or wrongdoing alleged by Loop, including that the Almax
10 Defendants misappropriated Loop's confidential and proprietary information, and therefore denies
11 that the order sought by this paragraph should be granted. Almax USA lacks sufficient
12 knowledge or information to form a belief as to the truth of the remaining allegations in this
13 paragraph and therefore denies them.

14 3. This paragraph contains legal conclusions and does not require an answer. To the
15 extent an answer is required, Almax USA lacks sufficient knowledge or information to form a
16 belief as to the truth of the allegations in this paragraph and therefore denies them.

17 4. This paragraph contains legal conclusions and does not require an answer. To the
18 extent an answer is required, Almax USA denies that the Almax Defendants were involved
19 in any unlawful activities or wrongdoing alleged by Loop and therefore denies that Loop should be
20 awarded damages against the Almax Defendants. Almax USA lacks sufficient knowledge
21 or information to form a belief as to the truth of the remaining allegations in this paragraph and
22 therefore denies them.

23 5. This paragraph contains legal conclusions and does not require an answer. To the
24 extent an answer is required, Almax USA denies that the Almax Defendants were involved
25 in any unlawful activities or wrongdoing alleged by Loop and therefore denies that Loop should be
26 awarded equitable relief, disgorgement or restitution against the Almax Defendants.
27 Almax USA lacks sufficient knowledge or information to form a belief as to the truth of the
28 remaining allegations in this paragraph and therefore denies them.

1 6. This paragraph contains legal conclusions and does not require an answer. To the
2 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved
3 in any unlawful activities or wrongdoing alleged by Loop and therefore denies that a constructive
4 trust should be imposed over the Patent Application or any other of the Almaxwave Defendants'
5 property. Almaxwave USA lacks sufficient knowledge or information to form a belief as to the
6 truth of the remaining allegations in this paragraph and therefore denies them.

7 7. This paragraph contains legal conclusions and does not require an answer. To the
8 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved
9 in any unlawful activities or wrongdoing alleged by Loop and therefor denies that Loop should be
10 awarded aggravated, treble or punitive damages against the Almaxwave Defendants. Almaxwave
11 USA lacks sufficient knowledge or information to form a belief as to the truth of the remaining
12 allegations in this paragraph and therefore denies them.

13 8. This paragraph contains legal conclusions and does not require an answer. To the
14 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved
15 in any unlawful activities or wrongdoing alleged by Loop and therefor denies that Loop should be
16 awarded statutory damages against the Almaxwave Defendants. Almaxwave USA lacks sufficient
17 knowledge or information to form a belief as to the truth of the remaining allegations in this
18 paragraph and therefore denies them.

19 9. This paragraph contains legal conclusions and does not require an answer. To the
20 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved
21 in any unlawful activities or wrongdoing alleged by Loop and therefor denies that Loop should be
22 awarded interest against the Almaxwave Defendants. Almaxwave USA lacks sufficient knowledge
23 or information to form a belief as to the truth of the remaining allegations in this paragraph and
24 therefore denies them.

25 10. This paragraph contains legal conclusions and does not require an answer. To the
26 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved
27 in any unlawful activities or wrongdoing alleged by Loop and therefor denies that Loop should be
28 awarded attorneys' fees, costs and expenses against the Almaxwave Defendants. Almaxwave USA

1 lacks sufficient knowledge or information to form a belief as to the truth of the remaining
2 allegations in this paragraph and therefore denies them.

3 11. This paragraph contains legal conclusions and does not require an answer. To the
4 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved
5 in any unlawful activities or wrongdoing alleged by Loop and therefor denies that Loop should be
6 awarded the costs for Loop's investigation of this suit against the Almaxwave Defendants.
7 Almaxwave USA lacks sufficient knowledge or information to form a belief as to the truth of the
8 remaining allegations in this paragraph and therefore denies them.

9 12. This paragraph contains legal conclusions and does not require an answer. To the
10 extent an answer is required, Almaxwave USA denies that the Almaxwave Defendants were involved
11 in any unlawful activities or wrongdoing alleged by Loop and therefor denies that Loop should be
12 awarded any other relief against the Almaxwave Defendants. Almaxwave USA lacks sufficient
13 knowledge or information to form a belief as to the truth of the remaining allegations in this
14 paragraph and therefore denies them.

15 **AFFIRMATIVE DEFENSES**

16 Further responding to the SAC and as additional defenses thereto, Almaxwave USA
17 asserts the following affirmative defenses, without admitting any allegations of the SAC not
18 previously admitted, and without admitting that Almaxwave USA bears the burden of proof or
19 burden of persuasion on any matter set forth herein.

20 **FIRST AFFIRMATIVE DEFENSE**

21 **(UNJUST ENRICHMENT)**

22 1. Loop would be unjustly enriched if it recovered anything in this action.

23 **SECOND AFFIRMATIVE DEFENSE**

24 **(UNCLEAN HANDS)**

25 2. Loop's SAC, and each cause of action contained therein, is barred by the doctrine
26 of unclean hands.

27 **THIRD AFFIRMATIVE DEFENSE**

28 **(EQUITABLE ESTOPPEL)**

3. Loop's complaint, and each cause of action contained therein, is barred by reason of the acts, omissions, representations and courses of conduct by Loop which the defendants were led to rely on to their detriment, pursuant to the doctrine of equitable estoppel.

FOURTH AFFIRMATIVE DEFENSE
(UNENFORCEABLE CONTRACTS)

4. The agreements on which Loop relies are unenforceable.

FIFTH AFFIRMATIVE DEFENSE
(INVALID CONTRACTS)

5. The agreements on which Loop bases certain of its claims is invalid.

SIXTH AFFIRMATIVE DEFENSE
(GOOD FAITH/LACK OF MALICE)

6. Loop's SAC and each cause of action therein are barred in part or in whole because Almawave USA acted at all times in good faith, without knowledge of any alleged wrongdoing and without any basis for such knowledge.

SEVENTH AFFIRMATIVE DEFENSE
(EQUITY)

7. Loop's SAC and each cause of action therein are barred in part or in whole because the equities preponderate in favor of Almawave USA.

EIGHTH AFFIRMATIVE DEFENSE
(WAIVER/CONSENT)

8. Loop has waived its right to the relief sought in the SAC or consented to the conduct complained of therein by virtue of its actions, omissions, conduct, and representations.

NINTH AFFIRMATIVE DEFENSE
(FAILURE TO MITIGATE DAMAGES)

9. Loop has failed to mitigate any damages which it allegedly suffered.

TENTH AFFIRMATIVE DEFENSE
(STATUTES OF LIMITATIONS)

10. Loop's SAC and each cause of action therein are barred in part or in whole by the

applicable statutes of limitations.

ELEVENTH AFFIRMATIVE DEFENSE

(LACHES)

11. Loop's actions, inactions, and conduct before filing the SAC barred it from seeking or being awarded any relief by the doctrine of laches.

TWELFTH AFFIRMATIVE DEFENSE

(CONTRIBUTION/ INDEMNIFICATION)

12. If Loop establishes that Almaxwave USA is responsible for any part of the damages allegedly suffered by Loop, Almaxwave USA is entitled to a total or partial indemnity and/or contribution from Loop, the other defendants, and/or third parties.

THIRTEENTH AFFIRMATIVE DEFENSE

(NEGLIGENCE)

13. Other persons or entities who are not parties to this lawsuit are guilty of negligence which was the cause of, or a contributing cause to, the damages alleged in the SAC.

FOURTEENTH AFFIRMATIVE DEFENSE

(INTERVENING CAUSE)

14. If Loop has suffered injuries or losses as described in the SAC, such injuries or losses were caused in part or in whole through intervening cause or causes.

FIFTEENTH AFFIRMATIVE DEFENSE

(FAILURE TO STATE A CLAIM)

15. Loop's SAC and each cause of action therein are barred in part or in whole because the SAC fails to state a claim on which relief can be granted.

RESERVATION OF DEFENSES

Defendants reserve the right to assert additional affirmative defenses in the event that clarification of plaintiff's allegations and/or discovery reveals any such defenses to be appropriate.

DEMAND FOR A JURY TRIAL

Almaxwave USA hereby requests a trial by jury on all claims so triable.

REQUEST FOR RELIEF

WHEREFORE, Almawave USA respectfully requests that the Court render a judgment against plaintiff as follows:

- (a) That Loop take nothing by way of the SAC and that judgment be entered in favor of defendants;
- (b) That the SAC be dismissed with prejudice;
- (c) That Almawave USA be awarded their costs of suit, including costs, witness fees, attorneys' fees, and all other fees associated with this matter as may be allowed by law; and
- (d) That the Court grant such other and further relief as it deems reasonable and just.

October 13, 2015

VENABLE LLP

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